

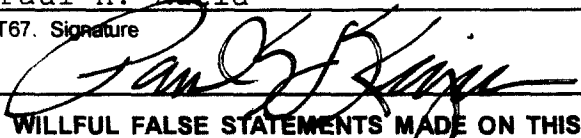
BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

 The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief. 	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of the West, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KAQ628	KMA200	KMA249	KMA253	KMA260	KMB304
KMD344	KMD986	KME438	KNKB781	KNKC696	KNKI242
KNKK450	KNKK454	KNKK458	KNKK609	KNKK759	KNKK763
KNKK795	KNKK834	KNKK859	KNKK991	KNKM475	KNKM979
KNKO320	KNKO324	KNKO326	KNKS233	KNLR318	KNLR387
KNLR401	KNLR413	KOR995	KPD883	KSV976	KSV977
KSV978	KSV979	KSV980			

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3089-0319
Est. Avg. Burden Hours
Per Response: 3 hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250					
T38. City Westborough				T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

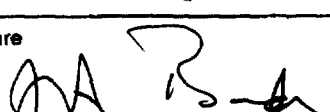
T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
<p>T60. Typed Name of Person Signing</p> <p style="text-align: center;">Joseph A. Bondi</p>	<p>T61. Title</p> <p style="text-align: center;">Chairman - Restructuring</p>
<p>T62. Signature</p> 	<p>T63. Date</p> <p style="text-align: center;">September 1, 1998</p>

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
<p>T64. The assignee or transferee is a (an) <u>(C)</u> <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u></p>			
<p>T65. Typed Name of Person Signing</p> <p style="text-align: center;">Paul H. Kuzia</p>	<p>T66. Title</p> <p style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</p>		
<p>T67. Signature</p>	<p>T68. Date</p>		
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>			

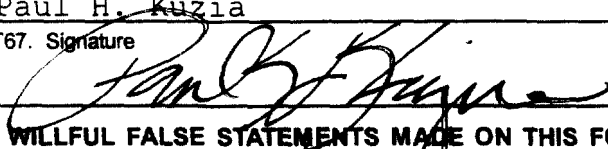
BASIC QUALIFICATIONS

<p>T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?</p>	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
<p>T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?</p>	(N)	<u>Yes</u>	<u>No</u>
<p>T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?</p>	(N)	<u>Yes</u>	<u>No</u>
<p>T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?</p>	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>		
<p>T60. Typed Name of Person Signing</p>	<p>T61. Title</p>	
<p>T62. Signature</p>	<p>T63. Date</p>	

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
<p>T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u></p>			
<p>T65. Typed Name of Person Signing <u>Paul H. Kuzia</u></p>	<p>T66. Title <u>Executive Vice President, Technology and Regulatory Affairs</u></p>		
<p>T67. Signature </p>	<p>T68. Date <u>AUG 26 1998</u></p>		
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>			

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of Tennessee, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KDS452	KDT223	KFL864	KFL916	KIM900	KIY750
KLF619	KLF651	KLF652	KNKC906	KNKD303	KNKM397
KNKM459	KPE415	KRS656	KUC962	KUS364	KWT857
KWT966	WRV200	WRV913			

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3000-0518
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests	(T)	Assignment of authorization	Consent to Transfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished?	(O*)	Sale or other transfer or assignment of stock	Other *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is	(V)	Voluntary	Involuntary
T20. Will this be a <u>pro forma</u> assignment or transfer of control?	(N)	Yes	No
T21. Is local or state authorization required for this assignment or transfer of control?	(*)	Yes	No *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250					
T38. City Westborough				T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No


* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing <div style="text-align: center; margin-top: 10px;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center; margin-top: 10px;">Chairman - Restructuring</div>
T62. Signature <div style="text-align: center; margin-top: 10px;">  </div>	T63. Date <div style="text-align: center; margin-top: 10px;">September 1, 1998</div>

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) <u>(C)</u> <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center; margin-top: 10px;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center; margin-top: 10px;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature	T68. Date

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

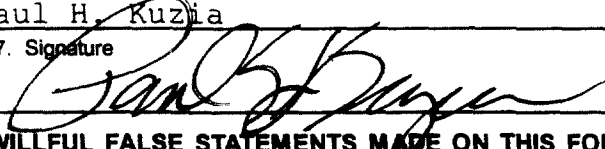
BASIC QUALIFICATIONS

T56	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B				
T57	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership <u>Corporation</u>	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of the Southwest, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KDS451	KKB413	KKB517	KKB771	KKE964	KKE968
KKG409	KKG411	KKG559	KKI445	KKJ460	KKX714
KLB502	KLB563	KLB564	KLB566	KLB687	KLF613
KLF661	KNKF848	KNKM878	KNKO322	KNKO729	KOR824
KOR936	KPA395	KRS639	KRS652	KTS259	KTS284
KUC883	KUC926	KUD221	KWH329	KWU485	WQZ602
WQZ629	WQZ986				

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3088-0318
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 800 West Park Drive, Suite 250					
T38. City Westborough				T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

 The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith. 	
T64. The assignee or transferee is a (an) <u>(C)</u> <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	


BASIC QUALIFICATIONS

T56	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B				
T57	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

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T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation	
T65. Typed Name of Person Signing	T66. Title
Paul H. Kuzin	Executive Vice President, Technology and Regulatory Affairs
T67. Signature	T68. Date
	AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

AUTHORIZATIONS TO BE TRANSFERED

MobileComm of the Southeast Private Carrier Operations, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Business Radio Service (IB/IG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WNCY941	WNFF981	WNGG551	WNIW465	WNJD547	WNJE244
WNJE320	WNJE719	WNKS881	WNLQ515	WNQI765	WNYA903
WPDA362	WPDZ311	WPEU534	WPFB738	WPFC663	WPFH779
WPFI392	WPFN896	WPFS223	WPFS525	WPFV426	WPFY572
WPFY599	WPGI397	WPGX963			

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3008-0318
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession		T2. Voice Telephone Number (201) 969-4692	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (201) 969-4526	
T5. Mailing Street Address or P.O. Box One Executive Drive, Suite 500			
T6. City Fort Lee		T7. State NJ	T8. Zip Code 07024
T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq.		T10. Voice Telephone Number (202) 429-7388	
T11. Firm or Company Name Wiley, Rein & Fielding		T12. Fax Telephone Number (202) 429-7207	
T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.			
T14. City Washington		T15. State D.C.	T16. Zip Code 20006

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> *See Section II.C.
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u> *Applicant will obtain all necessary state authorizations.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.		(See also FCC Form 430 at Section VII.D.)		T34. Voice Telephone Number (508) 870-6700	
T35. Assumed Name Used for Doing Business (if any)				T36. Fax Telephone Number (508) 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250					
T38. City Westborough				T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.		T42. Voice Telephone Number (201) 969-4692	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (201) 969-4526	
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500			
T46. City Fort Lee		T47. State NJ	T48. Zip Code 07024
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u> See Section II.B.
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T60. Typed Name of Person Signing <div style="text-align: center;">Joseph A. Bondi</div>	T61. Title <div style="text-align: center;">Chairman - Restructuring</div>
T62. Signature 	T63. Date <div style="text-align: center;">September 1, 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T64. The assignee or transferee is a (an) <u>(C)</u> <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center;">Paul H. Kuzia</div>	T66. Title <div style="text-align: center;">Executive Vice President, Technology and Regulatory Affairs</div>
T67. Signature 	T68. Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	


BASIC QUALIFICATIONS

T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B				
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T60. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	